

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
Civil Action No.: 1:24-cv-00710-LCB-JLW**

**UNITED STATES OF AMERICA; STATE
OF NORTH CAROLINA; STATE OF
CALIFORNIA; STATE OF COLORADO;
STATE OF CONNECTICUT; STATE OF
MINNESOTA; STATE OF OREGON;
STATE OF TENNESSEE; and STATE OF
WASHINGTON,**

Plaintiffs,

v.

REALPAGE, INC.,

Defendant.

**DECLARATION OF MICHAEL J. PERRY IN SUPPORT OF DEFENDANT
REALPAGE, INC.'S MOTION TO TRANSFER UNDER 28 U.S.C § 1404(a)**

I, MICHAEL J. PERRY, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner at the law firm of Gibson, Dunn & Crutcher LLP, and I am one of the attorneys representing Defendant RealPage, Inc. (“RealPage”) in the above-captioned case. I submit this declaration in support of RealPage’s Motion to Transfer Under 28 U.S.C. § 1404. The facts stated in this declaration are based on my personal knowledge, and if called upon as a witness, I would and could testify competently to them.

2. In 2017 and early 2018, attorneys within what is now known as the Technology and Digital Platforms Section of the Department of Justice’s Antitrust Division (“DOJ”) investigated RealPage’s revenue management products in connection with reviewing RealPage’s acquisition of Lease Rent Options from the Rainmaker Group. The DOJ deposed eight RealPage witnesses during the course of its investigation and conducted seven of those depositions in the Northern District of Texas. The DOJ did not conduct any depositions of RealPage in the Middle District of North Carolina. In early 2018, the DOJ told RealPage that it had no further questions and closed the investigation.

3. On December 7, 2022, and on March 22, 2023, DOJ issued RealPage Civil Investigative Demands related to RealPage’s revenue management products. During the course of the DOJ’s investigation, RealPage produced 827,639 documents to the DOJ from 33 document custodians. At least seven of those custodians reside or work in the Northern District of Texas. None reside in the Middle District of North Carolina. The DOJ also conducted seven depositions in conjunction with its pre-suit investigation; it conducted five in the Northern District of Texas and none in the Middle District of North Carolina. Of the seven deponents, none are located in the Middle District of North Carolina.

4. The Washington Attorney General’s office also issued RealPage Civil Investigative Demands related to RealPage’s revenue management products on January 26, 2023 and April 23, 2024. RealPage produced documents to the Washington Attorney General from 34 document custodians, at least six of which reside or work in the Northern District of Texas and none of which reside in the Middle District of North Carolina. The

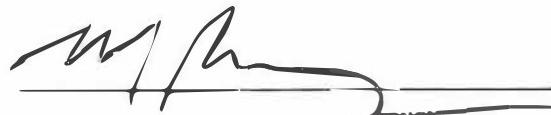
Washington Attorney General's office also conducted one deposition in conjunction with its investigation, which was not conducted in the Middle District of North Carolina.

5. In October 2022, a series of private plaintiffs filed complaints in over a dozen jurisdictions across the country alleging antitrust claims related to the same software at issue in the Complaint in the above captioned case. On April 10, 2023, that case was centralized into a multidistrict litigation in the Middle District of Tennessee (the "MDL").

6. In the MDL, the parties have exchanged Rule 26 disclosures; agreed to and signed onto a protective order, source code addendum, and ESI protocol; identified document custodians and negotiated many of the parameters for document and structured data production; and begun producing documents, data, and source code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 26th day of September, 2024, in Washington, DC.



Michael J. Ferry